

Exhibit 2

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re

Chapter 11

DELPHI CORPORATION, et al.,

Case No. 05-44481 (RDD)

Debtors.

(Jointly Administered)

-----X

AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

STATE OF RIO DE JANEIRO)
ss:
COUNTY OF RIO DE JANEIRO)

being duly sworn, deposes and says:

1. I am a principal of MOMSEN, LEONARDOS & CIA. ("MOMSEN") which firm maintains offices at Rua Teófilo Otoni 63 – 10 andar, 20090-080 Rio de Janeiro, Brasil
2. Neither I, "LUIZ LEONARDOS", nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.
3. "MOMSEN", has represented and advised the Debtors in BRAZIL with respect to a broad range of aspects of the Debtors' businesses.
4. The Debtors have requested, and "MOMSEN" has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and "MOMSEN" proposes, to render the following services to the Debtors: **INTELLECTUAL PROPERTY LEGAL SERVICES**.
5. "MOMSEN's" current fees arrangement is as schedule attached.
6. Except as set forth herein, no promises have been received by "MOMSEN" or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

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7. "MOMSEN" has no agreement with any entity to share with such entity any compensation received by "MOMSEN".

8. "MOMSEN" and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. "MOMSEN" does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

9. Neither I, "LUIZ LEONARDOS", nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which "MOMSEN" is to be engaged.

10. The foregoing constitutes the statement of "LUIZ LEONARDOS" pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(6).

FURTHER AFFIANT SAYETH NOT



LUIZ LEONARDOS

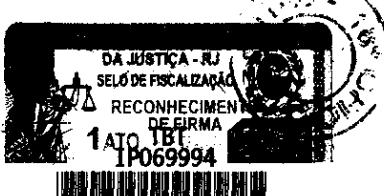
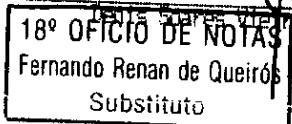
Subscribed and sworn before me
This 26th day of December , 2005

Notary Public

Luis Vitoriano Vieira Teixeira
Tabelião do 18º Ofício de Notas
Matr. IPERJ Nº 06/02
CIC: 004.334.207-82

CARTÓRIO DO 18º OFÍCIO DE NOTAS. Av.Presidente Vargas 435-129 and.
Centro-RJ. Tabelião: Luis Vitoriano Vieira Teixeira. Reconheço
por semelhança a firma de: LUIZ LEONARDOS
Cod: 058EDFF28647 (GLAUCIO)
Rio de Janeiro, 26 de Dezembro de 2005.
Em testemunho _____ da verdade.

Serventia : 3.07
20% P.Judiciário: 0.61
Total : 3.68



CERTIFICATE OF SERVICE

Luiz Leonardos hereby certifies that on January 12, 2006, he served a copy of the Affidavit of Legal Ordinary Counsel Professional Luiz Leonardos upon the following interested parties via first class mail:

Momsen, Leonardos & Cia.

Attention: Luiz Leonardos, Esq.
Rua Teofilo Otoni, 63 - 10º andar
20090-080 Rio de Janeiro - RJ
Brasil

Latham & Watkins

Attention: Mark A. Broude, Esq.
885 Third Avenue
New York, NY 10022

Delphi Corporation

Attention: General Counsel
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Troy, MI 48098

Simpson Thacher & Bartlett LLP

Attention: Marissa Wesley, Esq.
425 Lexington Avenue
New York, NY 10017

Skadden, Arps, Slate, Meagher & Flom

Attention: John W. Butler, Jr., Esq.
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Attention: Marlane Melican, Esq.
450 Lexington Avenue
New York, NY 10017

United States Trustee

Attention: Alicia M. Leonhard, Esq.
33 Whitehall Street
Suite 2100
New York, NY 10044

Dated: *January 12, 2006*



Luiz Leonardos